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STATE OF LOUISIANA
CAPITAL FINANCE
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STATE OF LOUISIANA

PARISH OF ORLEANS

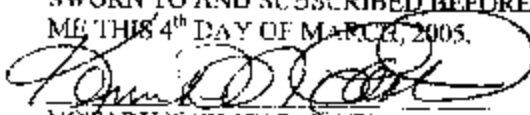
BEFORE ME, the undersigned authority, personally came and appeared KAREN R. CARTER, a person of majority and a resident of and domiciled in the Parish of Orleans, State of Louisiana, who, after being first duly sworn, did depose and say:

1. That she is a duly elected member of the House of Representatives of the Legislature in the State of Louisiana;
2. That she is a sole practitioner of law;
3. That her business address is 1100 Poydras Street, Suite 1230, New Orleans, Louisiana 70163;
4. That in her capacity as an attorney, she has been retained to serve as underwriter's counsel and represent Morgan Keegan, the underwriter, in connection with the issuance of bonds in the transaction referenced as England District, Sub District No. 1, Revenue Bonds, Series 2005. Morgan Keegan's address is 909 Poydras Street, Suite 1300, New Orleans, Louisiana 70112.
5. That Affiant will be compensated an underwriter's fee of twelve thousand eight hundred dollars in connection with the transaction.



KAREN R. CARTER

SWORN TO AND SUBSCRIBED BEFORE
ME THIS 4th DAY OF MARCH, 2005.



NOTARY PUBLIC/ BAR NUMBER
KENNETH M. CARTER, 3932